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 in its capacity as Receiver for Rocket Ventures II SBIC,
 L.P.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

UNITED STATES OF AMERICA,

Plaintiff,

vs.

ROCKET VENTURES II SBIC, L.P.,

Defendant.

Case No. C08-02240 JSW

**ORDER (1) APPROVING RECEIVER'S
 RECOMMENDED PRIORITY OF
 PAYMENT OF CLAIMS; AND
 (2) AUTHORIZING PAYMENT OF
 APPROVED CLAIMS**

This matter came before the Court on the motion for an order (1) Approving the Receiver's Recommended Priority of Payment of Claims; and (2) Authorizing Payment of Approved Claims (the "Motion") filed by the U. S. Small Business Administration ("SBA" or "Receiver") as receiver for Rocket Ventures II SBIC, LP ("Rocket SBIC"). After reviewing the pleadings,

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1 **IT IS HEREBY ORDERED THAT:**

- 2 1. The Motion is **GRANTED**; and
- 3 2. The case is re-opened for the purpose of entry of this order; and
- 4 2. The Receiver's recommended priority of claims is **APPROVED**; and
- 5 3. The Receiver is authorized to pay the following claims in the following order of
- 6 priority, to the extent of available receivership assets, and the following claims are hereby


7 **APPROVED:**

- 8 a) First, any and all administrative expenses of the receivership estate as reported in
- 9 the Receiver's Reports to this Court;
- 10 b) Second, any future outstanding Receiver's Certificates, should the Receiver make
- 11 such borrowings from the SBA in the future, plus accrued interest; and
- 12 c). Third, to the SBA, the sole Preferred Limited Partner, in the amount of
- 13 \$27,725,000, representing the principal amount of outstanding Participating
- 14 Securities Leverage.
- 15 4. After the expenses and claims in paragraphs (a) through (c) above are paid in full,
- 16 any surplus shall be distributed to the equity shareholders of Rocket SBIC in accordance with the
- 17 Agreement of Limited Partnership.
- 18 5. To the extent the claim submitted by Rijete Pty. Ltd. has not been resolved on the
- 19 date this order becomes final, the Receiver is ordered to reserve funds sufficient to pay the claim
- 20 pending a determination of the Receiver's motion for summary disposition denying the claim.
- 21 Nothing herein shall bar the Receiver from otherwise distributing funds consistent with this
- 22 order, provided the funds are reserved as required in this paragraph.
- 23 6. This Order is final with respect to all claimants, as well as all other persons who
- 24 failed to file claims pursuant to the terms of the Court's Order establishing the Claims Bar Date,
- 25 and all such persons shall be forever barred and shall be permanently enjoined from asserting,
- 26 pursuing or prosecuting any pre-Bar Date Claim against Rocket SBIC, the Receiver, their
- 27 successors or assigns, or against assets or funds in the possession of the Receiver.

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1 7. The case is now administratively closed, and the Receiver may re-open the case at
2 a later time, if necessary, for further proceedings in this matter.

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4 Dated: September 2, 2010


HONORABLE JEFFREY S. WHITE
UNITED STATES DISTRICT JUDGE

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